

Allison Transmission Holdings Inc
Form SC 13G/A
February 12, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

ALLISON TRANSMISSION HOLDINGS, INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

01973R101

(CUSIP Number)

December 31, 2014

(Date of Event which Requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

The Carlyle Group L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES

0

6 SHARED VOTING POWER

BENEFICIALLY
OWNED BY
EACH

0

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON
WITH

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

Carlyle Group Management L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

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4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

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PERSON
WITH

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8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **0%**
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

Carlyle Holdings I GP Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

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4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF
SHARES **0**

6 SHARED VOTING POWER

BENEFICIALLY
OWNED BY
EACH **0**

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON
WITH **0**

8 SHARED DISPOSITIVE POWER

9 **0**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 **0**
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

CO

1 NAMES OF REPORTING PERSONS

Carlyle Holdings I GP Sub L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

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4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

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NUMBER OF
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BENEFICIALLY
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7 SOLE DISPOSITIVE POWER

REPORTING

PERSON
WITH

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **0%**
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

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PERSON
WITH

0

8 SHARED DISPOSITIVE POWER

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10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

PN

1 NAMES OF REPORTING PERSONS

TC Group, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF **0**

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY
EACH

0

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

TC Group IV Managing GP, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

**NUMBER OF
SHARES**

**0
6 SHARED VOTING POWER**

**BENEFICIALLY
OWNED BY
EACH**

**0
7 SOLE DISPOSITIVE POWER**

REPORTING

**PERSON
WITH**

**0
8 SHARED DISPOSITIVE POWER**

9 0 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 0 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **0%**
TYPE OF REPORTING PERSON

OO (Limited Liability Company)

1 NAMES OF REPORTING PERSONS

Carlyle Partners IV AT Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) " (b) "

3 SEC USE ONLY

4 CITIZEN OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

**NUMBER OF
SHARES**

0

6 SHARED VOTING POWER

**BENEFICIALLY
OWNED BY
EACH**

0

7 SOLE DISPOSITIVE POWER

REPORTING

**PERSON
WITH**

0

8 SHARED DISPOSITIVE POWER

9 **0**
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 **0**
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 **Not Applicable**
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 **0%**
TYPE OF REPORTING PERSON

PN

ITEM 1. (a) Name of Issuer:

Allison Transmission Holdings, Inc. (the Issuer)

(b) Address of Issuer s Principal Executive Offices:

One Allison Way
Indianapolis, IN 46222

ITEM 2. (a) Name of Person Filing:

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Carlyle Group Management L.L.C.
The Carlyle Group L.P.
Carlyle Holdings I GP Inc.
Carlyle Holdings I GP Sub L.L.C.
Carlyle Holdings I L.P.
TC Group, L.L.C.
TC Group IV Managing GP, L.L.C.
Carlyle Partners IV AT Holdings, L.P.

(b) Address or Principal Business Office:

The business address of each of the Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington, D.C. 20004-2505.

(c) Citizenship of each Reporting Person is:

Each of the Reporting Persons is organized in the state of Delaware.

(d) Title of Class of Securities:

Common stock, \$0.01 par value per share (Common Stock)

(e) CUSIP Number:

01973R101

ITEM 3.

Not applicable.

ITEM 4. Ownership**(a) Amount beneficially owned:**

This amendment to Schedule 13G is being filed on behalf of the Reporting Persons to report that, as of September 9, 2014, the Reporting Persons do not beneficially own any shares of the Issuer's Common Stock.

(b) Percent of Class:

See Item 4(a) hereof.

(c) Number of shares as to which such person has:

- (i) sole power to vote or to direct the vote: 0
- (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 0
- (iv) shared power to dispose or to direct the disposition of: 0

ITEM 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

ITEM 8. Identification and Classification of Members of the Group

Not applicable.

ITEM 9. Notice of Dissolution of Group

Not applicable.

ITEM 10. Certification

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2015

**CARLYLE GROUP MANAGEMENT
L.L.C.**

By: /s/ Jeremy W. Anderson,
attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

THE CARLYLE GROUP L.P.

By: Carlyle Group Management L.L.C., its general partner

By: /s/ Jeremy W. Anderson,
attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS I GP INC.

By: /s/ Jeremy W. Anderson,
attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS I GP SUB L.L.C.

By: Carlyle Holdings I GP Inc., its managing member

By: /s/ Jeremy W. Anderson,
attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS I L.P.

By: Carlyle Holdings I GP Sub L.L.C., its general partner
By: Carlyle Holdings I GP Inc., its managing member

By: /s/ Jeremy W. Anderson,
attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

TC GROUP, L.L.C.

By: Carlyle Holdings I L.P., its managing member

By: /s/ Jeremy W. Anderson,
attorney-in-fact

Name: Daniel D Aniello

Title: Chairman

TC GROUP IV MANAGING GP, L.L.C.

By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person

**CARLYLE PARTNERS IV AT
HOLDINGS, L.P.**

By: TC Group IV Managing GP, L.L.C., its general partner

By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person

LIST OF EXHIBITS**Exhibit**

No.	Description
24	Power of Attorney (incorporated by reference to Exhibit 24 to the Schedule 13G filed by the Reporting Persons on February 14, 2013).
99	Joint Filing Agreement (incorporated by reference to Exhibit 99 to the Schedule 13G filed by the Reporting Persons on February 14, 2013).